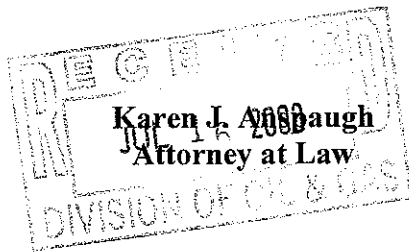


49 Boone Village, Suite 168
Zionsville, Indiana 46077
Tel: (317) 873-4798
Cell: (231) 668-1934



D06-10-2008
Barker2-5H

Post Office Box 4212
Traverse City, Michigan 49685
Tel: (231) 228-2218
kja@anspaughlaw.com

July 15, 2008

Attn: Herschel McDivitt
Department of Natural Resources
Division of Oil and Gas
402 West Washington Street, Room W293
Indianapolis, Indiana 46204

RE: Noble Energy, Inc.
Section 5, Township 6 North, Range 9 West
Sullivan County, Indiana

Dear Herschel:

Please find enclosed an amended Petition for Exception to General Unit Size and Well Spacing Requirements which includes additional language in paragraphs 3(a) and 3(b) regarding correlative rights and the potential for additional wells. Also find enclosed an amended Petition for the Integration of Interests, which accurately reflects that 392.156 acres instead of 391.156 acres are contained in the drilling unit.

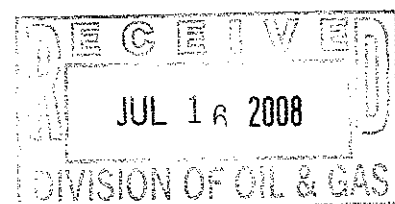
Thank you for your assistance with this matter.

Sincerely,

A handwritten signature in dark ink, appearing to be "KJA", written in a cursive style.

Karen J. Anspaugh

8/12/08
10 am
Jasonville



**STATE OF INDIANA
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL AND GAS**

IN RE: PETITION OF NOBLE ENERGY, INC., FOR AN EXCEPTION TO 312 IAC 16-5-1, THE GENERAL OIL AND GAS WELL SPACING RULES AND 312 IAC 16-5-2, THE GENERAL OIL AND GAS DRILLING UNIT SIZE RULES

PETITION

COMES NOW the Petitioner, Noble Energy, Inc., on behalf of itself and the owners of the leasehold interests set out herein, by attorney Karen J. Anspaugh, and respectfully shows the Commission of the Department of Natural Resources of the State of Indiana the following:

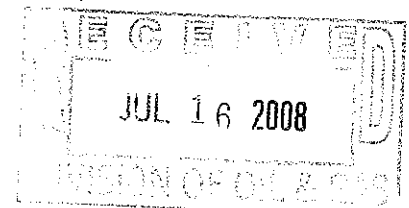
1. Petitioner owns or is the duly authorized representative of various interests, including working interests and royalty interests, in the oil and gas leaseholds covering the majority of the land known as the Barker 2-5H Drilling Unit, described as follow (hereinafter referred to as "Affected Area"):

Township 6 North, Range 9 West, Sullivan County, Indiana

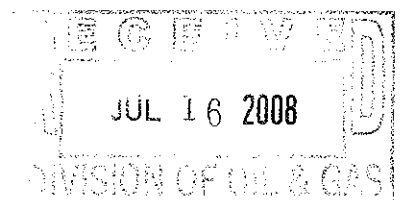
- o All that part of the West Half of Section 5, located North of State Road 58, containing 392.156 acres, more or less.

Attached hereto and incorporated herein are Exhibit "A," being a list of said leasehold interests, Exhibit "B," being a map of the Affected Area, and Exhibit "C," being a depiction of the well configuration.

2. As allowed by 312 IAC 16-5-3, Petitioner herein seeks an exception to 312 IAC 16-5-1, the General Oil and Gas Well Spacing Rules, and 312 IAC 16-5-2, the General Oil and Gas Drilling Unit Size Rules. The variances requested are within the scope of 312 IAC 16-5-3, which does not prescribe minimum distances allowed between wells or maximum acreage allowed in a drilling unit. Said variances are for the following described purposes:
 - a) To eliminate spacing restrictions applicable to the horizontal wells, except that the location where the well bore enters the New Albany Shale and all portions of the lateral located within said formation shall be drilled more than three hundred and thirty (330) feet from any unconsolidated property boundary;
 - b) To establish a drilling unit containing 392.156 acres, more or less, for horizontal drilling in the New Albany Shale formation in the Affected Area. Section 5, Township 6 North, Range 9 West is an elongated correction Section as established by the rectangular surveying system of the State of Indiana. The Barker 2-5H Drilling Unit shall be comprised of all that part of the West Half of Section 5, located North of State Road 58, containing 392.156 acres, more or less.



3. Petitioner herein respectfully submits to the Commission that said exceptions are supported by regional and geological characteristics and would allow the most efficient and economic recovery of natural gas:
- a) Application of the Non-Rule Policy, published in Department of Natural Resources Information Bulletin #58, would establish a drilling unit comprised of the East Quarter of Section 5, Township 6 North, Range 9 West, as well as the Northeast Quarter of the Northwest Quarter of said Section. The latter quarter-quarter section would be included in the drilling unit as the point of termination of the well path is located 270 feet from the Western boundary of said Northeast Quarter of the Northwest Quarter.
 - b) Pursuant to application of the Non-Rule Policy, placing a well on the East Half of the West Half of Section 5, Township 6 North, Range 9 West, less the Northeast Quarter of the Northwest Quarter, would be impractical and uneconomical due to the shortened length of the well bore. Accordingly, the correlative rights of the landowners in the Southern Three-Fourths of the East Half of the West Half of said Section 5 would not be protected and they would receive no production revenue.
 - c) During drilling and initial testing in and near the Affected Area, commercial quantities of natural gas were encountered within the New Albany Shale;
 - d) Permeability within the New Albany Shale is low and the use of horizontal wells is expected to more economically keep pace with volume requirements at the Affected Area natural gas processing facilities;
 - e) Drilling horizontal wells will enhance gas recovery within the New Albany Shale by cutting across existing fracture patterns within the formation which are often more vertical than horizontal in nature, thereby facilitating the flow of gas from the shale, to the fractures, to the well bores;
 - f) Drilling horizontal wells in the manner described herein can effectively and economically recover the natural gas resources within a 392.156 acre drilling unit;
 - g) The proposed exceptions to the General Oil and Gas Well Spacing Rules and General Oil and Gas Well Drilling Unit Size Rules will not result in a loss of resources within the New Albany Shale Formation of the Affected Area. The variances will enhance recovery of the natural gas from the low permeability of the New Albany Shale Formation.
4. Petitioner is ready and willing to supply the Commission or its representatives such further and additional information as may be pertinent or relative to consideration of the above described well spacing and unit size variances within the Affected Area, either at or prior to consideration of this Petition.

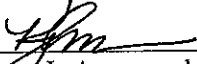


5. Petitioner has not attached structure maps hereto, as structure has little impact upon the production of natural gas from the New Albany Shale. The quantity of natural gas recovered will depend instead upon the existing fracture patterns within the formation.
6. Petitioner represents that to the best of its knowledge and belief it would be in the best interests of conservation and the preservation and utilization of petroleum resources to grant the exceptions requested in Sections 2 (a) and 2 (b) above.

Therefore, Petitioner prays that, through an informal hearing, the above described exceptions to 312 IAC 16-5-1 and 312 IAC 16-5-2 be authorized and established, according to any further terms and conditions as the Commission may impose in its Order establishing such unit and spacing.

Respectfully submitted,

NOBLE ENERGY, INC.

By: 
Karen J. Anspaugh #18975-49
49 Boone Village, Suite 168
Zionsville, Indiana 46077
ATTORNEY FOR PETITIONER

For Notification:

Noble Energy, Inc.
Attn: Claudia Baesler
1625 Broadway Street, Suite 2200
Denver, Colorado 80202

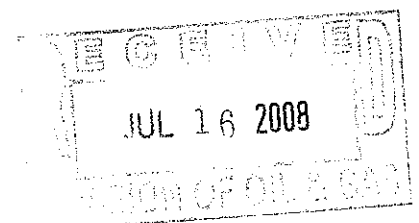


EXHIBIT "A"
SCHEDULE OF LEASEHOLD INTERESTS
Barker 2-5H Drilling Unit: Part of Section 5, Township 6 North, Range 9 West
Sullivan County, Indiana

Tract	Acres	Last Name	First Name	Address	City	State	Zip Code
Leased Acreage:							
003	35.000	Prose	William and Katherine	1768 West County Road 600 South	Sullivan	Indiana	47882
004	21.000	Prose	William and Katherine	1768 West County Road 600 South	Sullivan	Indiana	47882
005	12.120	Prose	William and Katherine	1768 West County Road 600 South	Sullivan	Indiana	47882
007	200.820	Neal Sluder Revocable Trust		6337 South County Road 275 West	Carlisle	Indiana	47838
008	41.500	Solsman	Herman, as Trustee	6112 South County Road 100 West	Carlisle	Indiana	47838
013	41.996	Ellerman	Nellie, as Trustee	303 North Alexander Street	Carlisle	Indiana	47838
014	36.840	Barker	Norma Jean	209 West Harrison	Carlisle	Indiana	47838
	389.276	Total Leased Acres					
Unleased Acreage:							
006	1.880	Bolenbaugh	David	1943 West County Road 600 South	Sullivan	Indiana	47882
14.002	1.000	Blythe	Thomas and Lori	2026 West State Road 58	Carlisle	Indiana	47838
	2.880	Total Unleased Acres					
	392.156	TOTAL ACRES IN DRILLING UNIT					

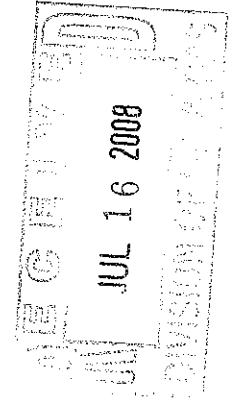
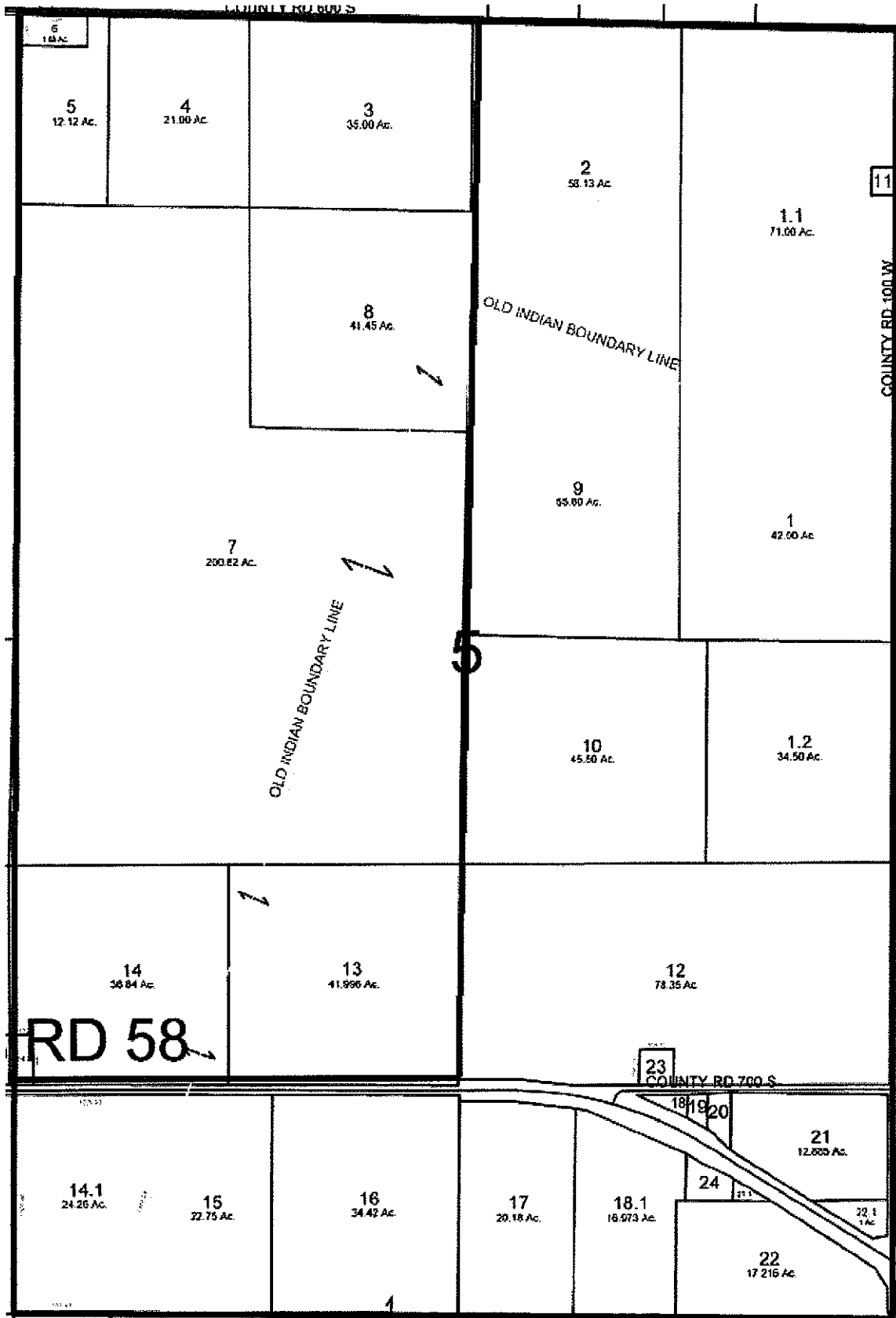


Exhibit "B"
 Map of "Affected Area"
 Section 5, Township 6 North, Range 9 West
 Haddon Township, Sullivan County, Indiana

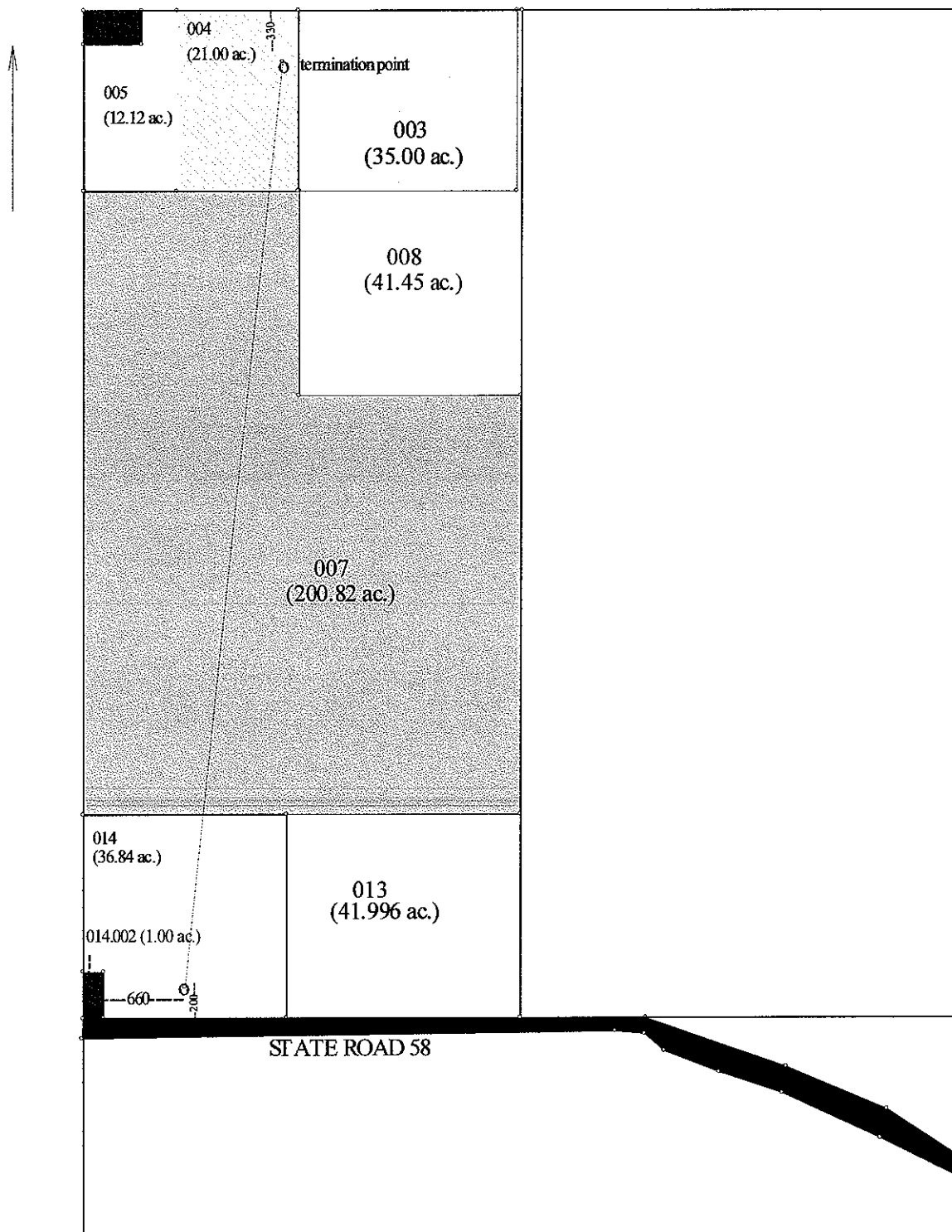


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[illegible]

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Exhibit "C"
Horizontal Well Surface View
Section 5, Township 6 North, Range 9 West
Haddon Township, Sullivan County, Indiana



Section 5 is an elongated correction Section.

